

In re **SpectraWatt, Inc.**Case No. **11-37366**

Debtor(s)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns).

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above)	C O D E B T O R	H U S B A N D W I F E J O I N T O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D N A T U R E O F L I E N A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N I F A N Y
ACCOUNT NO.								
Cogentrix Energy, LLC 9405 Arrowpoint Blvd Charlotte, NC 28273		N A	Loan and Security Agreement dated December 21, 2009, as amended (lien on substantially all assets)					
			VALUE				\$9,522,080.86	Unknown

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(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above)	C O D E B T O R	H W J C	Husband, Wife, Joint or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. Crystalox Brook House 174 Milton Park Abingdon Oxfordshire OX14 4SE Great Britain		N A	The Debtor and Crystalox are parties to a pre-petition supply contract pursuant to which the Debtor deposited \$8,850,000.00 in cash into an escrow account to secure payment. The parties later agreed to permit the escrow agent to invest \$6,400,000.00 from the escrow account in the Debtor's secured notes and agreed for Crystalox to receive a prepayment, transferred from the escrow account, in the amount of \$2,400,000.00. The claim listed in this Schedule D is disputed, but is based on a disputed \$1,124,900.00 trade payable asserted by Crystalox under the terms of the supply contract. Any proven, valid claim by Crystalox would be subject to offset by the Debtor against the prepaid cash. VALUE Unknown			X	Disputed	None
ACCOUNT NO. Middlefield Ventures, Inc., an affiliate of Intel Corporation 2200 Mission College Blvd M/S RN6-59 Santa Clara, CA 95054 (Agent under the Loan Agreement)		N A	Agent under the Loan and Security Agreement dated December 21, 2009, as amended (lien on substantially all assets) VALUE Unknown				\$11,425,303.18	Unknown

Debtor(s)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above)	C O D E B T O R	H W J C	Husband, Wife, Joint or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N D I S P U T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.								
Oregon Health and Science University Attn: Lily Ravencraft Mail Code: OGI 801 20000 NW Walker Rd Beaverton, OR 97006		N A	Oregon Lab Lease (Lease Deposit) VALUE \$6,092.11				\$6,092.11	\$12,184.22
ACCOUNT NO.								
PCG Clean Energy & Technology Fund LLC 1200 Prospect St Ste 200 La Jolla, CA 92037		N A	Loan and Security Agreement dated December 21, 2009, as amended (lien on substantially all assets) VALUE Unknown				\$2,962,424.75	Unknown
ACCOUNT NO.								
PCG Clean Energy & Technology Fund (East) LLC 1200 Prospect St Ste 200 La Jolla, CA 92037		N A	Loan and Security Agreement dated December 21, 2009, as amended (lien on substantially all assets) VALUE Unknown				\$1,481,212.98	Unknown
ACCOUNT NO.								
Roth & Rau AG An Der Baumschue 6-8 09337 Hohenstein-Ernstthal Germany		N A	Loan and Security Agreement dated December 21, 2009, as amended (lien on substantially all assets). All claims of Roth & Rau are the subject of a dispute based on the contractual relationship between it and the Debtor. Roth & Rau has asserted that the additional sum of approximately \$7.2 million is also owed to it by the Debtor under the Purchase Agreement. Roth & Rau also asserts a claim for a purchase money security interest on the expansion portion of the equipment line in the amount of approximately \$2.3 million. A potential settlement could affect the amount and disputed status of the claims of Roth & Rau. VALUE Unknown			X	\$12,752,663.87	Unknown

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(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above)	C O D E B T O R	H W J C	Husband, Wife, Joint or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. Sumco Phoenix Corporation 2099 Gateway Place Ste 400 San Jose, CA 95110		N A	The Debtor and Sumco are parties to a pre-petition supply contract pursuant to which the Debtor deposited a substantial pre-payment of approximately \$4,509,200.00 to secure payment. The claim listed in this Schedule D is disputed, but is based on a disputed \$1,560,484.00 trade payable asserted by Sumco pursuant to the contract. Any proven, valid claim by Sumco would be subject to offset by the Debtor against the deposited cash.			X	<div>Disputed</div>	<div>None</div>
			VALUE Unknown				\$38,149,777.75	\$12,184.22

Total(s)

(Use only on last page)

(Report also on Summary of Schedules)

If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)